

**IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

|   |                            |                                    |
|---|----------------------------|------------------------------------|
| DAVID H. GOODMAN, on behalf of<br>himself and derivatively on behalf of<br>KEY INGREDIENT CORPORATION,  | §<br>§<br>§<br>§<br>§      |                                    |
| Plaintiff,  | §<br>§<br>§<br>§           |                                    |
| v.  | §<br>§<br>§<br>§           | Civil Action No. 1:12-cv-01169-JRN |
| PHILIPPE CREVOISIER, CHRISTOPHE<br>BOUZIGUES, KEVIN CAMPHUIS, SEB<br>S.A.S. d/b/a SAS SEB, SEB S.A. d/b/a GROUPE<br>SEB, and SEB ALLIANCE d/b/a GROUPE SEB<br>ALLIANCE, | §<br>§<br>§<br>§<br>§<br>§ |                                    |
| Defendants.   | §                          |                                    |

**AGREED MOTION TO APPROVE SETTLEMENT**

Plaintiff and Defendants, being all the parties to this action, file this agreed motion to approve settlement and would respectfully show:

1. Rule 23.1 of the Federal Rules of Civil Procedure requires the Court's approval of the settlement of a derivative action. This action is a derivative action, brought on behalf of Key Ingredient Corporation.
2. Key Ingredient has only two shareholders: Plaintiff David Goodman and Defendant SEB Alliance.
3. With the assistance of mediator Patrick Keel, Plaintiff and Defendants have reached a settlement, conditioned upon the Court's approval under Rule 23.1. Among other terms, the settlement contemplates (i) a payment to Plaintiff, (ii) assignment by Plaintiff to Key Ingredient Corporation of all Plaintiff's stock in Key Ingredient Corporation, (iii) dismissal of the lawsuit, (iv) releases and (v) confidentiality. Following the approval of this settlement, and

upon the occurrence of certain undertakings of the Parties, the sole shareholder of Key Ingredient Corporation would be SEB Alliance.

4. Because of the covenant of confidentiality, but in light of the circumstance that all shareholders have notice of the proposed settlement and have expressly agreed to the proposed settlement, the parties ask that the Court not require the terms of the settlement to appear of record. The parties will furnish the Court *in camera* such information, if any, as the Court may request concerning the economic terms of the settlement.

5. If the Court grants approval, then the parties will file an agreed motion to dismiss promptly.

6. A suggested form of order is filed with this motion.

Respectfully submitted,

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**CERTIFICATE OF SERVICE**

I hereby certify that on the 24th day of December 2013, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system which will send notification of such filing to the following:

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ATTORNEYS FOR DEFENDANTS

/s/ Matthew C. Powers  
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| KEY INGREDIENT CORPORATION,                 | § |                                    |
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| SEB, and SEB ALLIANCE d/b/a GROUPE SEB      | § |                                    |
| ALLIANCE,                                   | § |                                    |
| Defendants.                                 | § |                                    |

**ORDER**

The Court has considered the agreed motion to approve settlement, filed by Plaintiff and Defendants. Having considered the motion pursuant to Rule 23.1 of the Federal Rules of Civil Procedure, the Court finds (i) that Key Ingredient Corporation has only two shareholders – Plaintiff Goodman and Defendant SEB Alliance, and (ii) that each shareholder of Key Ingredient Corporation has notice of, and has expressly agreed to, the terms of the proposed settlement. The Court is satisfied that the purposes of Rule 23.1 have been achieved. It is therefore

ORDERED that the parties' proposed settlement be, and it hereby is, APPROVED; and it is

FURTHER ORDERED that the parties shall promptly file appropriate papers to achieve dismissal of this action.

SIGNED this \_\_\_\_ day of December, 2013.

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THE HONORABLE JAMES R. NOWLIN  
UNITED STATES DISTRICT JUDGE